

Giyani Metals Corp. Announces Non-Brokered Private Placement

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[Giyani Metals Corp.](#) (TSXV: EMM) (GR: A2DUU8) ("Giyani" or the "Company"), developer of the K.Hill battery-grade manganese project in Botswana ("K.Hill" or "the Project"), announces a non-brokered private placement of up to 50,000,000 units (each, a "Unit") at a price of \$0.06 per Unit to raise aggregate gross proceeds of up to C\$3 million (the "Offering").

Each Unit will be comprised of one common share in the capital of the Company (each, a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant") of the Company. Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.085 per Common Share for a period of 36 months from the closing date of the Offering.

The Company expects to pay finder's fees in connection with the Offering to certain eligible finders in the form of: (i) a cash commission of 6.0% of the gross proceeds raised under the Offering from investors introduced to the Company by the finder; and (ii) the issuance of such number of non-transferable common share purchase warrants of the Company (the "Finder's Warrants") equal to 6.0% of the Units issued under the Offering from investors introduced to the Company by the finder.

All securities issued or made issuable pursuant to the Offering will be subject to a hold period of four months plus a day from the date of issuance under applicable Canadian securities laws in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada. Closing of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the approval of the TSX Venture Exchange.

Highlights

- Non-brokered private placement of up to 50,000,000 Units at a price of \$0.06 per Unit for aggregate gross proceeds of up to C\$3 million.
- The proceeds of the Offering will continue to support Company workstreams, activities and general working capital.
- The Issue Price represents a 20% discount to the most recent closing price of the Common Shares.
- The Company is in ongoing discussions with offtakers for battery-grade manganese products, including high-purity manganese oxide ("HPMO") and high-purity manganese sulphate monohydrate ("HPMSM").
- The Demo Plant is currently on track to produce HPMSM in Q3 2025.
- The Definitive Feasibility Study remains on track for completion in Q1 2026.
- Members of the board and senior management are expected to participate in the Offering.

As a result of the expected participation in the Offering by certain directors and officers of the Company, the Offering is expected to be a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company expects to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation in the Offering by such directors and officers is not expected to exceed 25% of the fair market value of the Company's market capitalization.

Charles FitzRoy, President and CEO of the Company, commented:

"We are pleased with the support shown thus far by new and existing investors, which reflects confidence in our long-term strategy to deliver sustainable, low-carbon high-purity battery grade manganese products for the EV and ESS industries.

This financing will provide us with the flexibility and resources needed to capitalize on upcoming growth

opportunities, including producing HPMSM from the Demo Plant this quarter, delivering the Definitive Feasibility Study next year, and positioning the Company to progress towards Project Financing."

Demo Plant Commissioning and Production Update

The production ramp-up phase (C5 Commissioning) continues to advance, and the team continues to work progressively towards first production of HPMSM in Q3 2025.

The learnings from the Demo Plant will support further optimization of the anticipated design and engineering, and process flowsheet, which aims to reduce the Commercial Plant's operating cost and carbon profile. The inputs from the Demo Plant operations will be used in the Definitive Feasibility Study, which is currently underway and expected to be completed in Q1 2026.

Manganese Market

The demand for manganese is set to rise significantly, driven by advancements in battery technologies that increasingly favour higher manganese content owing to its stabilising properties. From 2028 onwards, new battery chemistries being developed will require greater quantities of high-purity manganese sulphate monohydrate (HPMSM) and high-purity manganese oxide (HPMO) as critical inputs.¹ This shift in demand is largely attributed to the growing adoption of electric vehicles and energy storage solutions, both of which rely on next-generation batteries with enhanced performance and safety profiles.

Giyani is uniquely positioned to capitalize on this market evolution. The Company benefits from assets located in a supportive jurisdiction, enabling it to align its project timelines with the anticipated surge in demand for HPMSM and HPMO.

¹ Source: SC Insights - May 2025, Giyani analysis

Qualified Persons / NI 43-101 Disclosures

A National Instrument 43-101 ("NI 43-101") technical report including results of the PEA and the MRE can be found on SEDAR+ at www.sedarplus.ca and made available on the Company's website at <https://giyanimetals.com/>.

Jeffrey Peter Stevens BSc (Chem Eng) Pr. Eng is a Qualified Person, as defined by NI 43-101. Mr. Stevens is assisting the Company for DFS compliance with NI 43-101 and has reviewed and approved the scientific and technical content contained in this news release and is independent of the issuer for the purposes of NI 43-101.

About Giyani

Giyani is focused on becoming a preferred western-world producer of sustainable, low carbon high purity battery grade manganese for the EV and ESS industry. The Company has developed a proprietary hydrometallurgical process to produce battery-grade manganese (HPMSM and HPMO), a lithium-ion battery cathode precursor material critical for EVs and ESS.

Additional information and corporate documents may be found on Giyani Metals Corp. website at <https://giyanimetals.com/>.

On behalf of the Board of Directors of Giyani Metals Corp.

Charles FitzRoy, President and CEO

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States

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Neither the TSX Venture Exchange (the "TSXV") nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

Forward Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements in this news release, other than statements of historical fact, that address events or developments that Giyani expects to occur, are "forward-looking statements". Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "does not expect", "plans", "anticipates", "does not anticipate", "believes", "intends", "estimates", "projects", "potential", "scheduled", "forecast", "budget" and similar expressions, or that events or conditions "will", "would", "may", "could", "should" or "might" occur.

All such forward-looking statements are based on the opinions and estimates of the relevant management as of the date such statements are made and are subject to certain assumptions, important risk factors and uncertainties, many of which are beyond Giyani's ability to control or predict. Forward-looking statements are necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors that may cause actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. In the case of Giyani, these facts include the Company's anticipated use of proceeds and the use of the net proceeds following closing of the Offering and statements respecting closing of the Offering and receipt of all regulatory approvals in respect of the Offering, including approval of the TSXV, as well as anticipated operations in future periods, planned construction and development of its properties and facilities, and plans related to its business and other matters that may occur in the future. This information relates to analyses and other information that is based on expectations of future performance and planned work programs.

Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking information, including, without limitation: inherent exploration hazards and risks; risks related to exploration and development of natural resource properties; uncertainty in Giyani's ability to obtain funding; commodity price fluctuations; recent market events and conditions; risks related to governmental regulations; risks related to obtaining necessary licences and permits; risks related to Giyani's business being subject to environmental laws and regulations; risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title; risks relating to competition from larger companies with greater financial and technical resources; risks relating to the inability to meet financial obligations under agreements to which they are a party; ability to recruit and retain qualified personnel; and risks related to the Company's directors and officers becoming associated with other natural resource companies which may give rise to conflicts of interests. This list is not exhaustive of the factors that may affect Giyani's forward-looking information. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking information or statements.

Giyani's forward-looking information is based on the reasonable beliefs, expectations and opinions of the Company's respective management on the date the statements are made, and Giyani does not assume any obligation to update forward looking information if circumstances or management's beliefs, expectations or opinions change, except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking information. For a complete discussion with respect to Giyani and risks associated with forward-looking information and forward-looking statements, please refer to Giyani's continuous disclosure documents which are filed on SEDAR+ at www.sedarplus.ca.

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